

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
DELPHI CORPORATION, <u>et al.</u> ,)	Case No. 05-44481 (RDD)
)	
Debtors.)	
)	Jointly Administered
)	

**STIPULATION AND AGREED ORDER AUTHORIZING EXAMINATION OF
GENERAL MOTORS CORPORATION PURSUANT TO RULE 2004 OF THE
FEDERAL RULES OF BANKRUPTCY PROCEDURE**

On the agreement of the Official Committee of Unsecured Creditors (the “Committee”)¹ and General Motors Corporation (“GM”) (collectively, the “Parties”) it is hereby stipulated as follows:

Whereas on March 24, 2006, the Committee filed a motion pursuant to Rule 2004 of the Federal Rules of Bankruptcy Procedure (the “Motion”) for an order compelling the production of documents by GM, which Motion attached document requests as Exhibit A; and

Whereas, in an effort to avoid litigation, the Parties met and conferred in good faith on March 31, 2006, to address the Motion and the Committee’s document requests and GM’s objections thereto; and

Whereas GM agreed to stipulate that the Committee would be permitted to take discovery of GM pursuant to Rule 2004; and

Whereas the Parties agreed to negotiate between themselves the scope of, and schedule for, production without intervention or involvement of the Court unless and until such time that they cannot so agree;

¹ All capitalized terms not otherwise defined herein shall have the meanings ascribed in the Motion.

IT IS HEREBY STIPULATED, CONSENTED TO, AND AGREED THAT:

The Committee is authorized to seek the production of documents from GM pursuant to Federal Rule of Bankruptcy Procedure 2004; the scope of such production and the schedule therefore shall be subject to further negotiation and agreement between the Committee and GM to the extent it has not already been agreed upon, such further negotiation and agreement to be reached without involvement or intervention of the Court unless and until such time that the Committee or GM decides that an acceptable agreement cannot be reached and that intervention of the Court is necessary; and that

The Committee reserves all rights to seek, and shall not be prejudiced in any attempt to seek, further and other forms of discovery from GM in these cases including, but not limited to, supplemental document requests, interrogatories, requests for admissions and depositions; and that

GM reserves all rights to object, and shall not be prejudiced in any attempt to object, to the scope, burden or propriety of any requests set forth in Exhibit A (or any other further request for discovery propounded by the Committee, including on the grounds that certain types of discovery, such as requests for admissions, may not be authorized by Fed. R. Bankr. P. 2004) in any future proceeding before the Court related to the Motion; and that

The Parties agree to the continuing jurisdiction of the Court with respect to any matters, claims, rights or disputes arising from or related to the implementation of this Stipulation, including any motion to compel production of the documents listed on Exhibit A to the Motion.

Dated: New York, New York
April 5, 2006

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So Ordered

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

April 11, 2006